UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	**Chapter 11**
ATLAS RESOURCE PARTNERS, L.P., *et al*.,	:	**Case No. 16-12149 (SHL)**
Debtors.[1]	:	**(Joint Administered)**

ORDER (I) SCHEDULING COMBINED HEARING ON ADEQUACY OF DISCLOSURE STATEMENT AND CONFIRMATION OF PLAN, (II) ESTABLISHING PROCEDURES IN CONNECTION WITH DISCLOSURE STATEMENT AND PLAN, (III) DIRECTING DEFERRAL OF SECTION 341(A) MEETING UNTIL CONFIRMATION OF PLAN, (IV) APPROVING FORM, MANNER, AND SUFFICIENCY OF NOTICE OF COMBINED HEARING AND COMMENCEMENT OF CHAPTER 11 CASES, AND (V) GRANTING RELATED RELIEF

Upon the motion (the "Motion")[2] of the Debtors for an order (the "Order") (i) scheduling a Combined Hearing on the approval of the Debtors' Disclosure Statement and confirmation of the Prepackaged Plan; (ii) establishing procedures and deadlines in connection with solicitation, voting, and confirmation, including an Objection Deadline; (iii) directing the deferral of the 341(a) Meeting; (iv) approving the form, manner, and sufficiency of the Combined Notice; and (v) granting related relief; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and

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1 The Debtors and the last four digits of their taxpayer identification numbers (as applicable) are as follows: Atlas Resource Partners, L.P. (1625), ARP Barnett Pipeline, LLC (2295), ARP Barnett, LLC (2567), ARP Eagle Ford, LLC (6894), ARP Mountaineer Production, LLC (9365), ARP Oklahoma, LLC (5193), ARP Production Company, LLC (9968), ARP Rangely Production, LLC (1625), Atlas Barnett, LLC (4688), Atlas Energy Colorado, LLC (0015), Atlas Energy Indiana, LLC (0546), Atlas Energy Ohio, LLC (5198), Atlas Energy Securities, LLC (5987), Atlas Energy Tennessee, LLC (0794), Atlas Noble, LLC (5139), Atlas Pipeline Tennessee, LLC (4919), Atlas Resource Finance Corporation (2516), Atlas Resource Partners Holdings, LLC (5285), Atlas Resources, LLC (2875), ATLS Production Company, LLC (0124), REI-NY, LLC (5147), Resource Energy, LLC (5174), Resource Well Services, LLC (5162), Viking Resources, LLC (5124). The address of the Debtors' corporate headquarters is Park Place Corporate Center One, 1000 Commerce Drive, Suite 400, Pittsburgh, PA 15275.

2 Capitalized terms not otherwise defined herein have the meanings ascribed to such terms in the Motion.

the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon consideration of the First-Day Affidavit and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors, their estates, their creditors, their stakeholders, and other parties in interest; and after due deliberation thereon, and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED as set forth herein.

2. The Combined Hearing (at which time the Bankruptcy Court will consider, among other things, the adequacy of the Disclosure Statement and confirmation of the Prepackaged Plan) will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, in court room 701 of the United States Bankruptcy Court, One Bowling Green, New York, NY 10004, on August 26, 2016 at 9:00 a.m. (prevailing Eastern time), which date may be adjourned by notice entered on the docket. The Combined Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates in open court or at the Combined Hearing and notice of such adjourned date(s) will be available on the electronic case filing docket. Any objections to the approval of the Disclosure Statement, the Solicitation Procedures, or confirmation of the Prepackaged Plan must: (a) be in writing; (b) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection; (d) conform to the Bankruptcy Rules and the Local Rules; (e) be filed with the Bankruptcy Court; and (f) be served

in accordance with General Order M-399 no later than **12:00** noon (prevailing Eastern time) on August 19, 2016 (the "Objection Deadline"), on the following parties:

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With copies to:

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(g) Office of the United States Trustee for Region 2
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Attn: Andy Velez-Rivera

(h) Bracewell LLP
711 Louisiana Street, Suite 2300
Houston, TX 77002
Attn: Troy Harder
Email: Troy.Harder@bracewelllaw.com

3. The Debtors shall file their brief in support of confirmation of the Prepackaged Plan, and their reply to any objections no later than two business days before the Combined Hearing.

4. The Debtors are authorized to combine the notice of the Combined Hearing, notice of the commencement of the chapter 11 cases, and notice of deferral of the Section 341(a) Meeting until confirmation of the Prepackaged Plan.

5. The form of Combined Notice is approved in its entirety, and the Debtors shall mail or cause to be mailed a copy of the Combined Notice or a summary thereof within one business day after the entry of this Scheduling Order upon the Notice Parties and holders of equity interests.

6. The Debtors are authorized to cause the Publication Notice to be published, substantially in the form attached to the Motion as Exhibit C, in The New York Times (National Edition), and another publication determined by the Debtors. Moreover, Public Notice of commencement of the Chapter 11 Cases as soon as is reasonably practicable after entry of this Scheduling Order and together with the service of the Combined Notice on the Notice Parties, is deemed to be sufficient and appropriate under the circumstances.

7. Prior to serving the Combined Notice and publishing the Publication Notice, the Debtor may fill in any missing dates and other information, correct any typographical errors, and make such other non-material, non-substantive changes as they deem appropriate to the Combined Notice or the Publication Notice.

8. Substantially contemporaneously with the service of the Combined Notice, the Debtors shall cause to be posted to their Website maintained by the Voting Agent,

various chapter 11 related documents, including, among others, the following: (a) the Prepackaged Plan, (b) the Disclosure Statement, (c) the Motion and any orders entered in connection with the Motion, and (d) the Combined Notice. The Debtors' Website address is: http://dm.epiq11.com/Atlas.

9. The notice procedures set forth above constitute good and sufficient notice of the Combined Hearing, the commencement of the Chapter 11 Cases, the deferral of the Section 341(a) Meeting until confirmation of the Prepackaged Plan, and the deadline and procedures for objecting to the approval of the Solicitation Procedures, adequacy of the Disclosure Statement, and confirmation of the Prepackaged Plan, and no other or further notice shall be necessary. As set forth on the record of the July 29, 2016 hearing, notice of the Combined Hearing has been shortened pursuant to Fed. R. Bankr. P. 9006(c).

10. The Section 341(a) Meeting is deferred until confirmation of the Prepackaged Plan and need not be convened unless the Prepackaged Plan is not confirmed by 60 days after the Petition Date or such later date as may be determined by the Court.

11. The requirements set forth in Local Bankruptcy Rule 9013-1(b) are satisfied by the contents of the Motion.

12. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

13. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated New York, New York

July 29, 2016

/s/ Sean H. Lane
UNITED STATES BANKRUPTCY JUDGE